

Date: 13-Feb-2017

The BSE Limited
Phirojeejeebhoy Towers
Dalal Street Fort
Mumbai – 400 001
(Scrip Code – 532776)

The National Stock Exchange Limited
“Exchange Plaza” BandraKurla Complex,
Bandra East,
Mumbai – 400 051
(Scrip Code – SHIVAMAUTO)

Sub: Results of Postal Ballot

Ref: Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended

Dear Sirs,

On the captioned subject and reference cited above, please find enclosed herewith the following:-

1. Result of Postal Ballot for seeking members' approval through special resolution relating to
 - a) Authorisation under Section 180(1)(a) of the Companies Act, 2013 to sell, lease or otherwise dispose of, to mortgage/ create charges on the properties of the Company.
 - b) Authorisation to borrow in excess of the paid-up capital and free reserves.
 - c) Approval for the payment of minimum remuneration to Executive Directors
2. Scrutinizer's Report on the result of Postal Ballot.

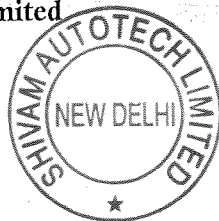
Kindly take the above information on your records and oblige.

Thanking you.

Yours truly,
For ShivamAutotech Limited

Shivani Kakkar
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Shivani Kakkar
Company Secretary
M. no. 25097



GURGAON WORKS : 58 Km. Stone, Delhi - Jaipur Highway, Village - Binola,
Distt. Gurgaon - 122413, Haryana (India).
Tel : +91 11 49242100. E-mail : admn@shivamautotech.com

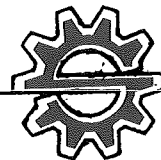
REGISTERED OFFICE : 303, 3rd Floor, Square One Mall, Saket, New Delhi - 110017
TEL.: +91 11 49242100 - 30, +91 11 29564205
E-mail : admn@shivamautotech.com Website : www.shivamautotech.com
CIN No : L34300DL2005PLC139163

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February 13, 2017

Results of Postal Ballot

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and pursuant to Report dated February 13, 2017 of Mr. Satyender Kumar of M/s Satyender Kumar & Associates, Practicing Company Secretaries, the Scrutinizer appointed for the Postal Ballot process, I, Shivani Kakkar, Company Secretary duly authorized by the Board, hereby declare the following resolutions proposed to the Members for their approval vide Postal Ballot Notice dated December 27, 2016 are approved by them through the Postal Ballot and E-voting:-

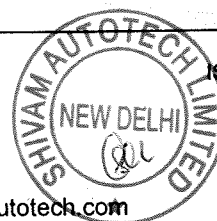
Item No. 1 as Special Resolution

Authority under Section 180(1)(a) of the Companies Act, 2013 to sell, lease or otherwise dispose of, to mortgage/ create charges on the properties of the Company

“RESOLVED THAT in supersession of the special resolution passed by the Members of the Company through postal ballot on December 29, 2014 pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, including any statutory modification or re-enactment thereof, for the time being in force (the “Act”), and in supersession of all the earlier resolutions passed in this regard and such other approvals/sanctions/permissions as may be necessary, the members of the Company hereby accord their consent to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution and with the power to delegate authority to any person or persons) to sell, lease or otherwise dispose of, to mortgage, charge, hypothecate, pledge or otherwise, encumber from time to time, movable and/or immovable, tangible and/or intangible properties/assets, both present and future and/or whole or substantially the whole of the undertaking(s) of the Company in such form, manner and time as the Board may deem fit, for securing any loans and/or borrowings and/or advances and/or guarantees and/or any financial assistance whether all/any of such financial assistance taken or to be taken in foreign currency and/or rupee currency by the Company and/or affiliates/associates Companies from any lender including without limitation, any bank, financial or other institutions, non-resident Indians, foreign institutional investors and/or public financial institutions as defined under Section 2(72) of the Act and/ or any other persons, bodies corporates and/or eligible foreign lenders and/or any entity/entities, machinery suppliers and/or any other person(s) or institution(s) providing finance for purchase of assets/business of the Company or for working capital or for purchase of specific items of machinery and equipment under any deferred payment scheme or bills discounting/rediscounting scheme or in favour of trustees for debenture holders that may be appointed hereafter, as security for the debentures/bonds that may be issued by the Company, Group Companies, Associates Companies and other person or persons together with interest, cost, charges, expenses and all other monies payable by the Company, Group Companies, Associates Companies and other person or persons to the said lender(s) and/or for the purpose of securing the securities (comprising of fully/partly convertible and/or non convertible debenture and/or any other debts instruments with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rate notes/bonds or other debt instruments) together with interest, remuneration of the trustees, premium, if any, on redemption, costs, charges and expenses payable by the Company in terms of the trust deed/other documents to be finalized and executed between the Company and the trustees/lenders and containing such specific terms and

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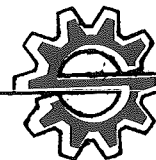
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conditions (which may include authorization to the lender to transfer/assignment of security in favour of third party) and covenants in that behalf and agreed to between the Board of Directors and the trustees/lenders, up to a value of and within the overall limits of Rs.500 Crores (Rupees Five Hundred Crores).

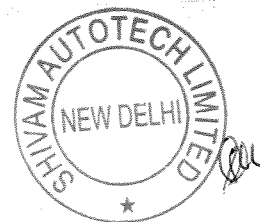
RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

Item No. 2 as Special Resolution

Authorisation to borrow in excess of the paid-up capital and free reserves

"**RESOLVED THAT** in supersession of the earlier resolution passed by the Members of the Company in the Annual General Meeting held on September 29, 2014, the Board of Directors of the Company be and is hereby authorized in accordance with the provisions of Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), to borrow periodically from, including without limitation, any Banks and/or public financial institutions as defined under Section 2(72) of the Companies Act, 2013 and/or any foreign financial institution(s) and/or any entity/entities or authority/authorities and/or through suppliers credit securities instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures (both convertible and non-convertible), commercial papers, short term loans, working capital loans, or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings including external commercial borrowings from the private sector window of multilateral financial institutions, either in rupees or in such other foreign currencies as may be permitted by law from time to time, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is Rs. 500 crores (Rupees Five Hundred Crores only) over and above the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."



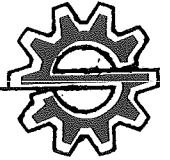
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Item No. 3 as Special Resolution

Approval for payment of minimum remuneration to Executive Directors

“RESOLVED THAT pursuant to the revision in the ceiling set out under Section II of Part II of Schedule V of the Companies Act, 2013 vide notification of Ministry of Corporate Affairs dated 12th September, 2016 and subject to such other necessary approvals, consents or permission as may be required, the consent of the Members of the Company be and is hereby accorded to pay minimum remuneration as per the revised limits to the Managing Director and Whole-time Director(s) for any financial year commencing from April 01, 2016 till March 31, 2019, in cases where the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

For ShivamAutotech Limited

Shivani Kakkar

.....
Shivani Kakkar
Company Secretary
M. no. 25097

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SCRUTINIZER'S REPORT

The Chairman
Shivam Autotech Limited
303, 3rd Floor, Square One,
District Centre, Saket,
New Delhi-110017

Dear Sir,

I, Satyender Kumar of M/s Satyender Kumar & Associates, Practicing Company Secretaries, Gurgaon was appointed by the Board of Directors of M/s **Shivam Autotech Limited** ('the Company') vide their Circular Resolution dated December 27, 2016, as the Scrutinizer for conducting the Postal Ballot Process in respect of the Special resolutions contained in the Postal Ballot Notice dated December 27, 2016 as per the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

I submit my report as under:

1. The members were informed vide the Postal Ballot Notice that they were required to give their assent for or dissent against the proposed Special Resolutions through physical Postal Ballot Forms, which were required to be sent to us on or before close of working hours on February 11, 2017, or through e-voting facility which was kept open from January 12, 2017 (9.00 a.m.) to February 11, 2017 (5.00 p.m.)
2. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had offered e-voting facility as an option to all the Members of the Company. The Company had entered into an agreement with Central Depository Services (India) Limited (CDSL), for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Forms. E-voting was optional.
3. Particulars of all Postal Ballot Forms received from the Members including details of e-voting have been entered in the register separately maintained for the purpose.
4. The Postal Ballot Forms received were duly scrutinized. The report of Members through e-voting was generated after close of working hours on February 11, 2017.



5. I have considered all Postal Ballot Forms received upto close of working hours on February 11, 2017 and electronic votes recorded from January 12, 2017 (9.00 a.m.) to February 11, 2017 (5.00 p.m.), being the last date and time fixed by the Company for receipt of the Forms/e-voting, have been considered in my scrutiny. There were 9 invalid physical ballot papers consisting of 5412 votes.
6. A summary of the Postal Ballot forms and electronic voting confirmations (e-votes) received for the following resolutions as mentioned in Postal Ballot Notice dated December 27, 2016 is as under:

Item No. 1**Special Resolution for Authorisation under Section 180(1)(a) of the Companies Act, 2013 to sell, lease or otherwise dispose of, to mortgage/ create charges on the properties of the Company**

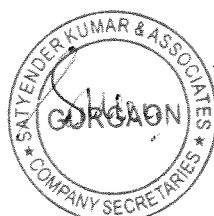
| Particulars | Number of Valid Postal Ballot | | | Number of Valid votes cast in | | | Percentage |
|-------------|-------------------------------|----------|-------|-------------------------------|----------|----------|------------|
| | E- Votes | Physical | Total | E-Votes | Physical | Total | |
| Assent | 19 | 71 | 90 | 2424988 | 74847778 | 77272766 | 99.99% |
| Dissent | 0 | 3 | 3 | 0 | 1125 | 1125 | 00.01% |
| Total | 19 | 74 | 93 | 2424988 | 74848903 | 77273891 | 100.00% |

Conclusion:- Since the number of votes cast in favour (99.99%) of the resolution are more than three times the number of votes cast against (00.01%) the resolution, the proposed **Resolution for authorisation under Section 180(1)(a) of the Companies Act, 2013 to sell, lease or otherwise dispose of, to mortgage/ create charges on the properties of the Company**, may be declared as passed as a special resolution.

Item No. 2**Special Resolution for authorisation to borrow in excess of the paid-up capital and free reserves**

| Particulars | Number of Valid Postal Ballot | | | Number of Valid votes cast in | | | Percentage |
|-------------|-------------------------------|----------|-------|-------------------------------|----------|----------|------------|
| | E- Votes | Physical | Total | E-Votes | Physical | Total | |
| Assent | 18 | 70 | 88 | 2424878 | 74845778 | 77270656 | 99.99% |
| Dissent | 1 | 5 | 6 | 110 | 3625 | 3735 | 00.01% |
| Total | 19 | 75 | 94 | 2424988 | 74849403 | 77274391 | 100.00% |

Conclusion:- Since the number of votes cast in favour (99.99%) of the resolution are more than three times the number of votes cast against (00.01%) the resolution, the proposed **Resolution for authorisation to borrow in excess of the paid-up capital and free reserves** may be declared as passed as a special resolution.



Item No. 3Special Resolution for approving the payment of minimum remuneration to Executive Directors

| Particulars | Number of Valid Postal Ballot | | | Number of Valid votes cast in | | | Percentage |
|-------------|-------------------------------|----------|-------|-------------------------------|----------|----------|------------|
| | E- Votes | Physical | Total | E-Votes | Physical | Total | |
| Assent | 19 | 70 | 89 | 2424988 | 74846603 | 77271591 | 99.99% |
| Dissent | 0 | 5 | 5 | 0 | 2800 | 2800 | 00.01% |
| Total | 19 | 75 | 94 | 2424988 | 74849403 | 77274391 | 100.00% |

Conclusion:- Since the number of votes cast in favour (99.99%) of the resolution are more than three times the number of votes cast against (00.01%) the resolution, the proposed **Resolution for approving the payment of minimum remuneration to Executive Directors** may be declared as passed as a special resolution.

Thanking you,
Yours Sincerely

For **SATYENDER KUMAR & ASSOCIATES**
Company Secretaries

Satyender Kumar
SATYENDER KUMAR
Proprietor
FCS 4087
C.P.NO. 5189



Place: New Delhi
Date: February 13, 2017